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PTO/SB/21 (09-04)
Approved for use through 07/31/2006. OMB 0651-0031
U.S. Patent and Trademark Office; U.S. DEPARTMENT OF COMMERCE

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| | | | |
|---|----------------------|------------------------|--------------|
| TRANSMITTAL FORM (to be used for all correspondence after initial filing) | Application Number | 10/607,855 | |
| | Filing Date | June 27, 2003 | |
| | First Named Inventor | Shanti A. CAVANAUGH | |
| | Art Unit | Not Yet Assigned | |
| | Examiner Name | Not Yet Assigned | |
| Total Number of Pages in This Submission | 6 | Attorney Docket Number | 595242000610 |

ENCLOSURES (Check all that apply)

| | | |
|---|---|--|
| <input type="checkbox"/> Fee Transmittal Form <input type="checkbox"/> Fee Attached <input type="checkbox"/> Amendment/Reply <input type="checkbox"/> After Final <input type="checkbox"/> Affidavits/declaration(s) <input type="checkbox"/> Extension of Time Request <input type="checkbox"/> Express Abandonment Request <input type="checkbox"/> Information Disclosure Statement <input type="checkbox"/> Certified Copy of Priority Document(s) <input type="checkbox"/> Reply to Missing Parts/Incomplete Application <input type="checkbox"/> Reply to Missing Parts under 37 CFR 1.52 or 1.53 | <input type="checkbox"/> Drawing(s) <input type="checkbox"/> Licensing-related Papers <input type="checkbox"/> Petition <input type="checkbox"/> Petition to Convert to a Provisional Application <input checked="" type="checkbox"/> Power of Attorney, Revocation Change of Correspondence Address <input type="checkbox"/> Terminal Disclaimer <input type="checkbox"/> Request for Refund <input type="checkbox"/> CD, Number of CD(s) _____ <input type="checkbox"/> Landscape Table on CD | <input type="checkbox"/> After Allowance Communication to TC <input type="checkbox"/> Appeal Communication to Board of Appeals and Interferences <input type="checkbox"/> Appeal Communication to TC (Appeal Notice, Brief, Reply Brief) <input type="checkbox"/> Proprietary Information <input type="checkbox"/> Status Letter <input checked="" type="checkbox"/> Other Enclosure(s) (please identify below): Return Receipt Postcard Statement Under 37 CFR 3.73(b) Assignment |
| <div>Remarks</div> | | |

SIGNATURE OF APPLICANT, ATTORNEY, OR AGENT

| | | | |
|--------------|-------------------------|----------|--------|
| Firm Name | MORRISON & FOERSTER LLP | | |
| Signature | | | |
| Printed name | Alex Chartove | | |
| Date | May 20, 2005 | Reg. No. | 31,942 |



PTO/SB/80 (11-04)

Approved for use through 11/30/2005. OMB 0651-0035

U.S. Patent and Trademark Office: U.S. DEPARTMENT OF COMMERCE

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POWER OF ATTORNEY TO PROSECUTE APPLICATIONS BEFORE THE USPTO

I hereby revoke all previous powers of attorney given in the application identified in the attached statement under 37 CFR 3.73(b).

I hereby appoint:



Practitioners associated with the Customer Number:

25227

OR



Practitioner(s) named below (if more than ten patent practitioners are to be named, then a customer number must be used):

| Name | Registration Number | Name | Registration Number |
|------|---------------------|------|---------------------|
| | | | |

as attorney(s) or agent(s) to represent the undersigned before the United States Patent and Trademark Office (USPTO) in connection with any and all patent applications assigned only to the undersigned according to the USPTO assignment records or assignment documents attached to this form in accordance with 37 CFR 3.73(b).

Please change the correspondence address for the application identified in the attached statement under 37 CFR 3.73(b) to:



The address associated with Customer Number:

25227

OR



Firm or Individual Name

Address

City

State

Zip

Country

Telephone

Fax

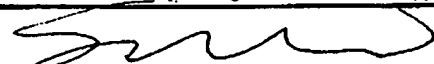
Assignee Name and Address:

Xtellus Inc.
104 American Road
Morris Plains, New Jersey 07950

A copy of this form, together with a statement under 37 CFR 3.73(b) (Form PTO/SB/96 or equivalent) is required to be filed in each application in which this form is used. The statement under 37 CFR 3.73(b) may be completed by one of the practitioners appointed in this form if the appointed practitioner is authorized to act on behalf of the assignee, and must identify the application in which this Power of Attorney is to be filed.

SIGNATURE of Assignee of Record

The individual whose signature and title is supplied below is authorized to act on behalf of the assignee

| | | | |
|-----------|---|-----------|--------------|
| Signature |  | Date | MAY 11, 2005 |
| Name | Sam Suh | Telephone | 973-326-1100 |
| Title | Vice President Engineering and Chief Technical Officer | | |



PTO/SB/96 (09-04)

Approved for use through 07/31/2006. OMB 0651-0031

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STATEMENT UNDER 37 CFR 3.73(b)Applicant/Patent Owner: Shanti A. CAVANAUGHApplication No./Patent No.: 10/607,855 Filed/Issue Date: June 27, 2003Entitled: FLAT TOP TUNABLE FILTER WITH INTEGRATED DETECTOR

Xtellus USA, a _____
(Name of Assignee) (Type of Assignee, e.g., corporation, partnership, university, government agency, etc.)

states that it is:

1. ☒ the assignee of the entire right, title, and interest; or
2. ☐ an assignee of less than the entire right, title and interest.
The extent (by percentage) of its ownership interest is _____ %

in the patent application/patent identified above by virtue of either:

- A. ☐ An assignment from the inventor(s) of the patent application/patent identified above. The assignment was recorded in the United States Patent and Trademark Office at Reel _____, Frame _____, or for which a copy thereof is attached.

OR

- B. ☒ A chain of title from the inventor(s), of the patent application/patent identified above, to the current assignee as shown below:

1. From: Spectraswitch, Inc. To: Xtellus Inc.
The document was recorded in the United States Patent and Trademark Office at Reel _____, Frame _____, or for which a copy thereof is attached.
2. From: Shanti A. Cavanaugh To: Spectraswitch, Inc.
The document was recorded in the United States Patent and Trademark Office at Reel 014562, Frame 0381, or for which a copy thereof is attached.
3. From: _____ To: _____
The document was recorded in the United States Patent and Trademark Office at Reel _____, Frame _____, or for which a copy thereof is attached.

☐ Additional documents in the chain of title are listed on a supplemental sheet.

- ☒ Copies of assignments or other documents in the chain of title are attached.
[NOTE: A separate copy (i.e., a true copy of the original assignment document(s)) must be submitted to Assignment Division in accordance with 37 CFR Part 3, if the assignment is to be recorded in the records of the USPTO. See MPEP 302.08]

The undersigned (whose title is supplied below) is authorized to act on behalf of the assignee.

Alex Chartove
Signature

5/20/05
Date

Alex Chartove
Printed or Typed Name

(703) 760-7744
Telephone Number

Authorized Signer for Assignee
Title

PATENT ASSIGNMENT

This Patent Assignment ("Assignment") is made this 27th day of October, 2004, by SpectraSwitch, Inc., a California corporation ("Assignor"), in favor of Xtellus Inc., a Delaware corporation ("Assignee"). Assignor and Assignee are parties to an Asset Purchase Agreement dated as of October 27, 2004.

For good and valuable consideration, as stated in the Asset Purchase Agreement, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby agrees as follows:

1. Assignor hereby sells, assigns and transfers to Assignee, absolutely and unconditionally, the full and exclusive right, title, and interest in and to each of the patents and pending patent applications as set forth on Exhibit A hereto, as well as to all inventions represented thereby, and any renewals, extensions, reissues or reexaminations of those patents and any divisions, renewals, extensions, continuations or continuations-in-part, of those applications and all patents resulting from any of the foregoing ("Patent Rights"), and further including, in all countries, the right to claim priority based on the applications, the Patent Rights to be held and enjoyed by Assignee to the full end of the term for which those patents are granted, as fully and entirely as they could have been held and enjoyed by Assignor if this Assignment had not been made, together with all rights of actions for past infringement thereof including the right to recover damages for said infringement;
2. Assignor hereby authorizes and requests the Commissioner of Patents and Trademarks of the United States, and any Official of any country or countries foreign to the United States whose duty it is to issue patents on applications as aforesaid, to record this Assignment, and to issue all Letters Patent for the Patent Rights to Assignee, its successors, legal representatives and assigns, in accordance with the terms of this Assignment;
3. Assignor hereby represents and warrants that Assignor has the full right to convey the entire interest herein assigned without conflict with the rights of others, and that Assignor has not executed, and will not execute, any agreement, assignment, sale or encumbrance in conflict herewith; and
4. Assignor hereby further covenants and agrees that Assignor will communicate to Assignee, its successors, legal representatives and assigns, any facts and documents known to Assignor respecting the Patent Rights, and will testify in any legal proceeding, sign all lawful papers, execute all divisional, continuing and reissue applications, make all rightful oaths and generally do everything possible to aid Assignee, its successors, legal representatives and assigns, to obtain and enforce proper patent protection for the Patent Rights in all countries.
5. In the event of any inconsistency between this Assignment and the terms of the Asset Purchase Agreement, dated as of the date hereof, between Assignor, Assignee, and Lighthouse Capital Partners IV, L.P., the terms of the Asset Purchase Agreement shall be controlling.

[signature page follows]

IN WITNESS WHEREOF, ASSIGNOR has caused this Assignment to be executed by its duly authorized officer.

SPECTRASWITCH, INC., INC.

By: Lindsay Austin

Date: Nov. 15, 2004

STATE OF California)
) s.s.:
COUNTY OF Sonoma)

On this 15th day of November, in the year 2004, before me appeared Lindsay Austin to me personally known, who being by me duly sworn did say that he is the authorized officer of the ASSIGNOR named in the foregoing instrument of Assignment and he signed this instrument of Assignment in my presence.

April Weimer
Notary Public

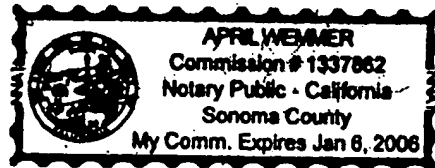




EXHIBIT A

All patents and patent applications held by SpectraSwitch, Inc., described as follows:

| Cou ntry | Application | Title | Filing Date | Patent No.\Publi c. No. | Inventors |
|-------------|-------------|--|----------------|-------------------------------|--|
| USA | 10/371,235 | LC Cell Platform | 2/21/03 | | Grady Anderson, Shanti Cavanaugh, Jim Hood, Lou Molinari, Edward Palen, Mark Young |
| USA | 10/371,976 | Fabrication Method for LC Cell | 2/21/03 | | Grady Anderson, Shanti Cavanaugh, Jim Hood Lou Molinari, Edward Palen, Mark Young |
| USA | 10/371,983 | Thermal Control System for LC Cell | 2/21/03 | | Shant Cavanaugh, Mark Crowley, Neil Spatz |
| USA | 10/379,384 | LC VOA | 3/3/03 | | Shanti Cavanaugh, Lindsay Austin, Lou Molinari, Mark Young |
| USA | 10/391,510 | Multi-pixel LC Cell Array | 3/17/03 | | Shanti Cavanaugh, Lindsay Austin, Lou Molinari, Mark Young |
| USA | 10/394,400 | LC Optical Processing Systems | 3/19/03 | 6,778,251 B1 | Shanti Cavanaugh, Lindsay Austin |
| USA | 10/453,455 | Narrow Band Tunable Filter with Integrated Detector | 6/2/03 | | Shanti Cavanaugh, Gary Zalewski |
| USA | 10/607,885 | Flat Top Tunable Filter | 6/27/03 | | Shanti Cavanaugh |
| USA | 10/719,078 | LC Wavelength Apparatus | 11/21/03 | | Shanti Cavanaugh, Jim Hood, Lou Molinari, Mark Young |
| USA | 60/525,644 | Compact Semiconductor Lasers with LC External Cavity | 11/26/03 | | Kevin Jianluo Zhang, Shanti Cavanaugh, Jim Hood |
| USA | | Birefringent Optical Device - | 9/15/00 | 6,594,063 | Richard Albert, Desmond L. Seekola, Brent Bergner |
| USA | | Birefringent Optical Device - | 9/15/00 | 6,504,642 | Richard Albert, Arne Erstling, Desmond L. Seekola, Brent Bergner, Michael Knotz |
| USA | | Polarization Independent Optical Switching | 2/12/00 | 6,111,633 | Richard Albert, Anthony P. Baker |
| | 09/663,046 | E-O Controllable Polarization | 9/15/00 | | Zhong Ming Mao, Desmond L. Seekola, Arne Erstling, Michael Knotz, Nandana Amarsinghe |
| | 09/633,105 | Birefringent Optical Device - | 9/15/00 | | Desmond L. Seekola, Igor Stouklov, Michael Knotz, Nandana Amarsinghe |
| | 10/101,092 | LC based R-OADM | 3/18/02 | | Shuqiang Chen, Patrick Wang, Shanti Cavanaugh, Igor Stouklov, Niannan Cai |